

CONRAIL

RECORDATION NO. 826-B Filed 1425

APR 2, 1979 -4 00 PM

INTERSTATE COMMERCE COMMISSION

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I. C. C.
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No. 9-03210X10

Date APR 2 1979

Fee \$ 10.00

ICC Washington, D. C.

March 29, 1979

Honorable H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Amendment to Assignment from the Trustees of
Penn Central Transportation Company to
Consolidated Rail Corporation:
Recordation No. 8261

Dear Sir:

As provided in 49 U.S.C. §11303, please record the enclosed Amendment Agreement, dated July 20, 1978, amending the April 1, 1976 assignment from the Trustees of Penn Central Transportation Company to Consolidated Rail Corporation, bearing Recordation No. 8261.

The original Amendment Agreement and two certified true copies thereof and a check in the amount of \$10.00 are enclosed with this letter of transmittal.

The information required by the regulations of the Interstate Commerce Commission for the recordation of this Amendment Agreement is as follows:

49 CFR 1116.4(b) - the names and addresses of the parties to the transaction;

Assignor: The Trustees of Penn Central Transportation Company (now The Penn Central Corporation)
1700 Market Street, Philadelphia, Pa. 19103.

Assignee: Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pa. 19104

Honorable H. G. Homme, Jr.
March 29, 1979.
Page 2

Secured

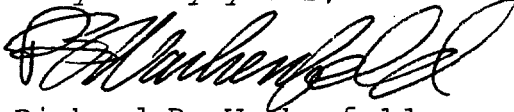
Parties: Listed in column "PAYEE/ADDRESS"
on Exhibit "A" attached to the
enclosed Amendment Agreement.

49 CFR 1116.4(c) - The equipment covered by the
Amendment Agreement and the Assignment is all
railway equipment bearing markings of Penn
Central Transportation Company (PC); Pennsyl-
vania Railroad Company (PRR); New York Central
Railroad Company (NYC); and The New York, New
Haven & Hartford Railroad Company (NH).

49 CFR 1116.4(e) - The document this document
amends was recorded with the Interstate
Commerce Commission at 4:25 PM on April 1,
1976, and assigned Recordation No. 8261.

Section 1116.4(f) - The original Amendment
Agreement being recorded herewith should be
returned to the undersigned.

Very truly yours,



Richard B. Wachenfeld
Corporate Counsel

RBW:z
Enclosures

4/2/79

Interstate Commerce Commission
Washington, D.C. 20423

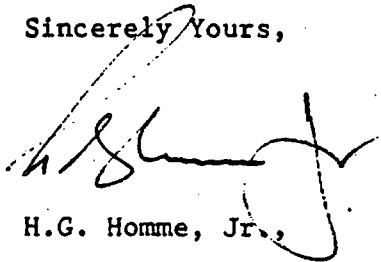
OFFICE OF THE SECRETARY

Richard B. Wachenfeld
Consolidated Rail Corp.
Six Penn Center Plaza
Philadelphia, PA. 19104

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 4/2/79 at 4:00PM ,
and assigned recordation number(s) 8261-B

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

APR 2, 1979 - 4 00 PM
AMENDMENT AGREEMENT
INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, made this 20th day of July 1978, by and between Robert W. Blanchette, Richard C. Bond and John H. McArthur, as Trustees of the Property of Penn Central Transportation Company, Debtor ("Trustees") and Consolidated Rail Corporation, a Pennsylvania corporation ("Conrail").

WITNESSETH:

WHEREAS, on March 25, 1976 the Special United States District Court established pursuant to Section 209(b) of the Regional Rail Reorganization Act of 1973, as amended ("Rail Act") ("Special Court"), ordered the Trustees to execute and deliver to Conrail Document No. PC-CRC-RS&E-2 (the "Assignment"), pursuant to its Order of Conveyance to Trustees of Railroads in Reorganization in the Region (the "Conveyance Order") and;

WHEREAS, the Conveyance Order provides in Section 5A thereof a procedure for the correction of errors by transferors and transferees to the extent necessary to carry out the intent in the Final System Plan certified to the Special Court by the United States Railway Association, and;

WHEREAS, the Trustees and Conrail desire to correct certain errors in the Assignment, without waiving any of their rights, as provided in Sections 2 and 3 of the Conveyance Order; and without prejudice to any of the issues being litigated in the Special Court or the Reorganization Court.

NOW THEREFORE, the Trustees and Conrail, intending to be legally bound hereby, do hereby agree as follows:

1. That Exhibit A to the Assignment be, and it hereby is, amended to read in full as attached hereto.

IN WITNESS WHEREOF, the Trustees and Conrail have caused this Amendment Agreement to be executed the day and year first set forth above.

Signed and acknowledged
in the presence of

Robert W. Blanchette,
Richard C. Bond and
John H. McArthur as
Trustees of the Property
of Penn Central Transportation
Company, Debtor

By: Wayne Bond

Catherine B. Ferry
Thomas J. DiBruno

ATTEST:

Kate Powell

ASSISTANT SECRETARY

CONSOLIDATED RAIL CORPORATION

By: Allen - A. Hoff

COMMONWEALTH OF PENNSYLVANIA :
: SS
COUNTY OF PHILADELPHIA :

On this 24th day of July, 1978 before me, a Notary Public authorized to take acknowledgments and proofs in the County of Philadelphia, personally appeared R. A. Dickard personally known to me to be the person whose name is subscribed to the foregoing Amendment Agreement and acknowledged himself to be an Officer of Robert W. Blanchette, Richard C. Bond and John H. McArthur, Trustees of the Property of Penn Central Transportation Company, Debtor, and that as such Officer and being authorized so to do, he executed the foregoing Amendment Agreement on behalf of and in the name of the Trustees as their free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Notarial Seal)

Olin S. Shockley
Notary Public

OLIN S. SHOCKLEY
Notary Public, Phila. Phila. Co.
My Commission Expires March 9, 1981

COMMONWEALTH OF PENNSYLVANIA :
: SS
COUNTY OF PHILADELPHIA :

On this 20th day of July, 1978 before me, a Notary Public authorized to take acknowledgments, and proofs in the County of Philadelphia, personally appeared Lawrence A. Huff, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President-Real Estate of CONSOLIDATED RAIL CORPORATION, that the seal affixed to the foregoing Amendment Agreement is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Paul T. MacIntire
Notary Public

PAUL T. MACINTIRE
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires October 4, 1980

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A-1

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE * ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
874-P	2/01/56	Northwestern National Bank of Minneapolis, 7th & Marquette Avenue Minneapolis, Minnesota 55480	April 30, 1976 In Arrears; Quarterly	1 1	L-519
3586	11/15/65	Chase Manhattan Bank 1 Chase Manhattan Plaza New York, New York 10015	June 30, 1976 In Arrears; Semi-Annual	1 1	L-524
4644, 4680	12/01/67	C.I.T. Corporation 650 Madison Avenue New York, New York 10022	July 13, 1976 In Arrears; Semi-Annual	1 1	L-537
5080	11/01/68	C.I.T. Leasing Corporation 650 Madison Avenue New York, New York 10022	July 15, 1976 In Arrears; Semi-Annual	1 1	L-538
5345	8/01/69	C.I.T. Corporation 650 Madison Avenue New York, New York 10022	April 30, 1976; May 26, 1976; June 11, 1976; September 26, 1976 In Arrears; Semi-Annual	1 1	L-539
None	3/10/54	Cleveland Union Terminals Company Public Square Cleveland, Ohio 44114	April 1, 1976 In Arrears; Monthly	1 1	L-553
7155	10/08/73	United States Trust Company of New York 130 John Street New York, New York 10038 ATTN: Corporate Trust & Agency Division	April 15, 1976 In Arrears; Quarterly	1 1	L-562

* First Payment Due Date(s) from April 1, 1976.

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 2

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE * ADVANCE OR ARREARS	VOL./PART NUMBER	FINANC NUMBER
5867	12/15/70	United States Trust Company of New York 130 John Street, New York, NY 10038	June 15, 1976 In arrears; quarterly	1 1	L-563
6687	7/26/72	EL-PCTC Leasing Corporation c/o United States Trust Company of New York 130 John Street, New York, New York 10038	April 15, 1976 In arrears; quarterly	1 1	L-564
6934	4/3/73	EMD Leasing Corporation c/o United States Trust Company of New York 130 John Street, New York, New York 10038	May 15, 1976 In arrears; quarterly	1 1	L-565
3291	2/1/65	Citibank, N.A. 399 Park Avenue New York, NY 10022	May 27, 1976 In arrears; quarterly	1 1	L-603
4681	12/1/67	First Pennsylvania Bank 15th and Chestnut Streets Philadelphia, Pennsylvania 19101	July 15, 1976 In arrears; semi-annual	1 1	L-609
141	8/13/73	General Electric Credit Corporation Post Office Box 81, North Station White Plains, New York 10603	April 9, 1976 May 30, 1976 June 27, 1976 In arrears; quarterly	1 1	L-630
6675	7/25/72	General Electric Credit Corporation P. O. Box 81, North Station White Plains, New York 10603	June 30, 1976 In Arrears; quarterly	1 1	L-632
4457	6/1/67	Irving Trust Company One Wall Street New York, NY 10015	September 17, 1976 In arrears; semi-annual	1 1	L-653

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 3

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE * ADVANCE OR ARREARS	VOL. /PART NUMBER	FINANCIAL NUMBER
1357	12/20/57	Alco Products, Inc. 1462 Erie Boulevard Schenectady, New York 12305	April 1, 1976 In arrears; quarterly	1 1	L-659
3456	7/30/65	Manufacturers National Bank of Detroit 151 West Fort Street Detroit, Michigan 48231	June 14, 1976 Advance; semi-annual	1 1	L-665
None	11/27/64	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; monthly	1 1	L-667
3529	9/15/65	Merchants National Bank & Trust Co. 11 South Meridian Street Indianapolis, Indiana 46204	June 26, 1976 In arrears; semi-annual	1 1	L-681
5005	8/15/68	Mercantile-Safe Deposit & Trust Co. Post Office Box 2258 Baltimore, Maryland 21203	September 15, 1976 In arrears; semi-annual	1 1	L-687
5093	11/1/68	Mercantile-Safe Deposit & Trust Co. Post Office Box 2258 Baltimore, Maryland 21203	July 15, 1976 In arrears; semi-annual	1 1	L-688
5700	4/15/70	Mercantile-Safe Deposit & Trust Co. P. O. Box 2258 Baltimore, Maryland 21203	May 15, 1976 In arrears; semi-annual	1 1	L-689
1330	11/1/57	EL-MO Leasing Corporation 767 Fifth Avenue New York, New York 10022	July 1, 1976 In arrears; semi-annual	1 1	L-694

UNITED STATES RAILROAD ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 4

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL. /PART NUMBER	FINANCIAL NUMBER
3191	4/1/65	EL-PENN c/o Morgan Guaranty Trust Company of 23 Wall Street New York, New York 10015	September 30, 1976 In arrears; semi-annual	1 1	L-698
3223	4/15/65	Locolease, Inc. c/o Morgan Guaranty Trust Company of New York 23 Wall Street New York, New York 10015	April 30, 1976 In arrears; semi-annual	1 1	L-699
1328	9/20/57	Alco Products, Inc. 1462 Erie Boulevard Schenectady, New York 12305	April 1, 1976 In arrears; quarterly	1 1	L-700
None	6/30/65	Indiana National Bank of Indianapolis 3 Virginia Avenue Indianapolis, Indiana 46209	August 28, 1976 In arrears; semi-annual	1 1	L-712
6018	11/1/68	New England Merchants Financial Corp. 28 State Street Boston, Massachusetts 02106	July 1, 1976 Advance; semi-annual	1 1	L-737
5295	6/9/69	United States Leasing International, Inc. 633 Battery Street San Francisco, California 94111	June 2, 1976 Advance; semi-annual	1 1	L-784
4500	8/11/67	United States Leasing International, Inc. 633 Battery Street San Francisco, California 94111	September 28, 1976 - Advance; semi-annual	1 1	L-774

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 5

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
4577	10/20/67	United States Leasing International, Inc. 633 Battery Street San Francisco, California 94111	May 20, 1976 Advance; semi-annual	1 1	L-775
4711	12/1/67	United States Leasing International, Inc. 633 Battery Street San Francisco, California 94111	July 17, 1976 Advance; semi-annual	1 1	L-776
5017, 5018, 5019	8/1/68	United States Leasing International, Inc. 633 Battery Street San Francisco, California 94111	May 14, 1976; June 10, 1976; June 19, 1976 Advance; semi-annual	1 1	L-779
5000	8/15/68	United States Leasing International, Inc. 633 Battery Street San Francisco, California 94111	September 12, 1976 Advance; semi-annual	1 1	L-780
6405	11/8/71	Xtra, Incorporated 150 Causeway Street Boston, Massachusetts 02114	April 1, 1976 Advance; monthly	1 1	L-810
5236	12/1/64	The Fidelity Bank Broad and Walnut Streets Philadelphia, Pennsylvania 19109	July 15, 1976 Arrears; semi-annual	1 1	C-162
4200, 4201, 4202, 4203, 4204	1/3/67	The Fidelity Bank Broad and Walnut Streets Philadelphia, Pennsylvania 19109	August 1, 1976 Arrears; semi-annual	1 1	C-164
2885, 2947, 2954, 2811	4/1/64	Citibank, N.A. 399 Park Avenue New York, New York 10022	September 1, 1976 Arrears, semi-annual	1 1	C-184

UNITED STATES RAILROAD ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A-6

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANC NUMBER
5444	9/15/74	Berliner Bank Aktiengesellschaft 12 Hardenberg Strasse 32 Berlin 12, West Germany	September 15, 1976 Arrears; Semi- annual	1 1 1	C-111
3228	10/1/64	Citibank, N.A. 399 Park Avenue New York, New York 10022	September 15, 1976 Arrears; Semi-Annual	1 1	C-185
3155	10/1/64	Citibank, N.A. 399 Park Avenue New York, New York 10022	June 15, 1976 Arrears; quarterly	1 1	C-186
3887, 3883, 3885, 3886, 3882, 3881, 3884, 3880	5/1/66	Citibank, N.A. 399 Park Avenue New York, New York 10022	August 15, 1976 Arrears; Semi-annual	1 1	C-189
5303	5/15/69	First Pennsylvania Bank 15th & Chestnut Streets Philadelphia, Pennsylvania 19101	August 15, 1976 Arrears; Semi-Annual	1 1	C-202
3527	10/1/65	General Electric Company 3001 East Lake Road Erie, Pennsylvania 16501	June 1, 1976 Arrears; quarterly	1 1	C-208
3132	10/1/64	Mellon Bank Mellon Square Pittsburgh, Pennsylvania 15230	June 1, 1976 Arrears; quarterly	1 1	C-285

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A-7

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
3132	10/1/64	Mellon Bank Mellon Square Pittsburgh, Pennsylvania 15230	April 1, 1976 Arrears; quarterly	1 1	C-286
5517	12/20/69	Mellon Bank Mellon Square Pittsburgh, Pennsylvania 15230	June 15, 1976 Arrears; semi-annual	1 1	C-288
2331-D	9/14/62	Morgan Guaranty Trust Company of 23 Wall Street New York, New York 10015	June 15, 1976 Arrears; semi-annual	1 1	C-294
4262, 4263, 4261, 4260	3/1/67	Provident National Bank 17th & Chestnut Streets Philadelphia, Pennsylvania 19101	April 1, 1976 Arrears; semi-annual	1 1	C-346
4101	11/1/66	Chemical Bank 20 Pine Street New York, New York 10015	May 1, 1976 Arrears; semi-annual	1 1	T-007
3706	10/1/65	First Pennsylvania Bank 15th & Chestnut Streets Philadelphia, Pennsylvania 19101	April 1, 1976 Arrears; semi-annual	1 1	T-017
2003	6/1/61	Irving Trust Company One Wall Street New York, New York 10015	June 1, 1976 Arrears; semi-annual	1 1	T-031
2539	6/15/63	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; semi-annual	1 1	T-032

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 8

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL. /PART NUMBER	FINANCE NUMBER
2732	12/15/63	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; semi-annual	1 1	T-033
2843	4/1/64	Irving Trust Company One Wall Street New York, New York 10015	April 1, 1976 Arrears; semi-annual	1 1	T-034
3081	8/15/64	Irving Trust Company One Wall Street New York, New York 10015	August 15, 1976 Arrears; semi-annual	1 1	T-035
3164	12/15/64	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; semi-annual	1 1	T-036
3261	3/15/65	Irving Trust Company One Wall Street New York, New York 10015	September 15, 1976 Arrears; semi-annual	1 1	T-037
4410	6/15/67	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; semi-annual	1 1	T-040
3842	2/1/66	The Philadelphia National Bank Broad and Chestnut Streets Philadelphia, Pennsylvania 19101	August 1, 1976 Arrears; semi-annual	1 1	T-055

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 9

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
3673	2/15/66	Chemical Bank 20 Pine Street New York, New York 10015	August 15, 1976 Arrears; semi-annual	1 4	T-005
3706	10/1/65	First Pennsylvania Bank 15th & Chestnut Streets Philadelphia, Pennsylvania 19101	April 1, 1976 Arrears; semi-annual	1 4	T-017
4799	2/15/68	Bankers Trust Company 280 Park Avenue New York, New York 10017	May 1, 1976 In arrears; semi-annual	1 4	C-105
3350	4/15/65	Girard Trust Bank 1421 Chestnut Street Philadelphia, Pennsylvania 19101	June 15, 1976 Arrears; semi-annual	1 4	C-220
4873	5/15/68	Girard Trust Bank 1421 Chestnut Street Philadelphia, Pennsylvania 19101	June 15, 1976 Arrears; semi-annual	1 4	C-222
5588	2/2/70	Girard Trust Bank 1421 Chestnut Street Philadelphia, Pennsylvania 19101	August 1, 1976 Arrears; semi-annual	1 4	C-223
2037	9/1/61 as amended	Irving Trust Bank One Wall Street New York, New York 10015	September 1, 1976 Arrears; semi-annual	1 4	C-242
4984	6/15/68	The Northern Trust Company 50 South LaSalle Street Chicago, Illinois 60690	July 1, 1976 Arrears; semi-annual	1 4	C-326
4993	7/15/68	Provident National Bank 17th & Chestnut Streets Philadelphia, Pennsylvania 19101	August 15, 1976 Arrears; semi-annual	1 4	C-347

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-AS&E-2
PENNSYLVANIA CENTRAL TRANSPORTATION COMPANY

PAGE A-10

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE * ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
795	4/01/52	Equitable Life Assurance Society of the United States P.O. Box 1444, Church Street Station New York, New York 10008	April 1, 1976 In Arrears; Monthly	1 4	L-572
1683	6/15/59	The First National Bank of Chicago One First National Plaza Chicago, Illinois 60670	May 1, 1976 In Arrears; Semi-Annual	1 4	L-580
3371	5/25/65	The First National Bank of Cincinnati Fourth & Walnut Streets Cincinnati, Ohio 45201	June 30, 1976 In Arrears; Extended Term	1 4	L-588
1628	5/15/59	Citibank, N.A. 111 Wall Street New York, New York 10015	August 1, 1976 In Arrears; Semi-Annual	1 4	L-601

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A-11

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
3510	9/20/65	American National Bank & Trust Company of Chicago 33 North LaSalle Street Chicago, Illinois 60690	December 27, 1976 In arrears; Annual	1 5	L-500
None	5/6/68	American Security & Trust Company 15th Street and Pennsylvania Ave., N.W. Washington, D.C. 20013	May 6, 1976 In arrears; Quarterly	1 5	L-506
None	5/16/68	American Security & Trust Company 15th St. and Pennsylvania Ave., N.W. Washington, D. C. 20013	May 16, 1976 In arrears; quarterly	1 5	L-507
None	3/19/70	ACF Industries, Inc. 620 North Second Street St. Charles, Missouri 63301	April 1, 1976 Advance; Monthly	1 5	L-510
5244	4/25/69	Rockland Beta Equipment Corporation c/o Bankers Trust Company 280 Park Avenue New York, New York 10015	May 15, 1976 In arrears; semi-annual	1 1 4 1 5	L-513
7254	1/1/72	Associates of the Jersey Company c/o Trustees Penn Central Trans. Co. 29th Fl., IVB Bldg., 17th & Market Sts. Philadelphia, Pennsylvania 19103	April 1, 1976 Arrears; Monthly	1 5	L-522 L-523
4066 4067	9/15/66	Chemical Bank 20 Pine Street New York, New York 10005	June 13, 1976 In arrears; Semi-Annual	1 5	L-530
5403	9/15/69	CIT Corporation c/o Chemical Bank Madison Avenue and 59th Street Branch New York, New York 10022 Account No. 116-013-117	April 14, 1976 Arrears; Semi-annual	1 5	L-540

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A-12

ICC. NO.	ACREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
5510	12/1/69	CIT Leasing Corporation c/o Chemical Bank 640 Madison Avenue New York, New York 10022 Account No. 116-013-117	June 1, 1976 August 10, 1976 August 27, 1976 In arrears; semi-annual	1 5	L-541
3320	4/23/65	Continental Illinois National Bank and Trust Company of Chicago 231 South LaSalle Street Chicago, Illinois 60690	October 10, 1976 In arrears; Annual	1 5	L-554
4470	5/22/67	Continental Illinois National Bank and Trust Company of Chicago 231 South LaSalle Street Chicago; Illinois 60690	October 31, 1976 In arrears; Annual	1 5	L-560
793-A	2/1/51	Equitable Life Assurance Society of The United States P. O. Box 1444, Church St. Station New York, New York 10008	April 1, 1976 In arrears; monthly	1 5	L-570
795	4/1/52	Equitable Life Assurance Society of the United States P. O. Box 1444, Church St. Station New York, New York 10008	April 1, 1976 In arrears; monthly	1 5	L-572
832-B	8/8/50 **12/1/67	Equitable Life Assurance Society of the United States P.O. Box 1444, Church St. Station New York, New York 10008	April 1, 1976 In arrears; Quarterly	1 5	L-575
1683	6/15/59	The First National Bank of Chicago One First National Plaza Chicago, Illinois 60670	May 1, 1976 In arrears; semi-annual	1 5	L-580

**Amended

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 13

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL. /PART NUMBER	FINANCE NUMBER
3372	5/20/65	The First National Bank of Chicago One First National Plaza Chicago, Illinois 60670	December 18, 1976 In arrears; Annual	1 5	L-581
3762	3/15/66	The First National Bank of Chicago One First National Plaza Chicago, Illinois 60670	July 27, 1976 In arrears; Annual	1 5	L-582
3371	5/25/65	The First National Bank of Cincinnati Fourth & Walnut Streets Cincinnati, Ohio 45201	Extended Term June 30, 1976 In arrears; Extended Term	1 5	L-588
3472	8/6/65	The First National Bank of Cincinnati Fourth & Walnut Streets Cincinnati, Ohio 45201	December 26, 1976 In arrears; Extended Term	1 5	L-589
3734	2/1/66	First National Bank of Pennsylvania Post Office Box 3286 Erie, Pennsylvania 16508	May 29, 1976 In arrears; Annual	1 5	L-595
1628	5/15/59	Citibank, N.A. 111 Wall Street New York, New York 10015	August 1, 1976 In arrears; Semi-Annual	1 5	L-601
5685	3/1/70	First Pennsylvania Bank Fifteenth and Chestnut Streets Philadelphia, Pennsylvania 19101	April 27, 1976 In arrears; Quarterly	1 5	L-610
4362	5/23/67	The Fidelity Bank Broad and Walnut Streets Philadelphia, Pennsylvania 19109	July 24, 1976 In arrears; Annual	1 5	L-616
6038	11/20/68	Frazier Leasing Corporation c/o The Fidelity Bank Broad and Walnut Streets Philadelphia, Pennsylvania 19109	July 1, 1976 In arrears; Semi-Annual	1 5	L-617

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 14

ICC. NO.	ACREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
5565	1/30/70	Ford Motor Credit Company Commercial, Industrial and Real Estate Financing - The American Road Dearborn, Michigan 48121	April 25, 1976 In arrears; Monthly	1 5	L-623
6636	6/13/72	Fruehauf Corporation 10900 Harper Avenue Detroit, Michigan 48232	April 1, 1976 Advance, Quarterly	1 5	L-624
6219	6/23/71	Fruehauf Corporation 10900 Harper Avenue Detroit, Michigan 48232	April 1, 1976 Advance, Quarterly	1 5	L-625
6218	6/23/71	Greyhound Leasing and Financial Corp. Greyhound Tower Phoenix, Arizona 85077	April 1, 1976 In arrears; Monthly	1 5	L-634
1478	11/1/58	Greenlease Company Greenville, Pa. 16125	May 1, 1976 In arrears; Quarterly	1 5	L-635
6520	2/28/72	Greyhound Leasing and Financial Corp. Greyhound Tower Phoenix, Arizona 85077	April 1, 1976 In arrears; Monthly	1 5	L-636
1678	6/1/59	Harris Trust and Savings Bank 111 West Monroe Street Chicago, Illinois 60690	April 1, 1976 In arrears; Semi-Annual	1 5	L-641
7014	4/30/73	Kelllogg Company Battle Creek, Michigan 49016	April 30, 1976 In arrears; Monthly	1 5	L-657

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 15

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
None	10/15/68	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-674
None	12/20/68	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-675
None	1/9/69	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-676
None	5/1/70	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-682
None	3/10/69	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-677
None	3/15/69	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-678
None	11/15/68	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-679

UNITED STATES NATIONAL ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 16

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE * ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
None	7/30/70	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-683
None	6/5/72	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	May 1, 1976 In arrears; Monthly per-diem	1 5	L-684
None	6/19/74	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	May 1, 1976 In arrears; Monthly per-diem	1 5	L-685
None	6/17/74	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly per-diem	1 5	L-686
1602	5/1/59	Morgan Guaranty Trust Company of New York 23 Wall Street, New York, N.Y. 10015	April 10, 1976 Advance, Monthly	1 5	L-695
1713	11/1/59	Morgan Guaranty Trust Company of New York - 23 Wall Street New York, New York 10015	March 29, 1976 In arrears; Semi-Annual	1 5	L-696
1725	1/1/60	Morgan Guaranty Trust Company of New York - 23 Wall Street New York, New York 10015	August 27, 1976 In arrears; Semi-Annual	1 5	L-697
3612	12/15/65	City National Bank of Detroit City National Bank Building Detroit, Michigan 48226	April 26, 1976 In arrears; Annual	1 5	L-706

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 17

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
3618	12/15/65	National Boulevard Bank of Chicago 400-410 North Michigan Avenue Chicago, Illinois 60611	March 12, 1977 In arrears; Annual	1 5	L-725
6627	6/8/72	North American Car Corporation 222 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 In arrears; Monthly	1 5	L-740
6691	8/14/72	North American Car Corporation 222 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 In arrears; Monthly	1 5	L-741
7095	6/22/73	North American Car Corporation 222 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 In arrears; Monthly	1 5	L-742
6147	4/21/71	Pullman Incorporated 200 South Michigan Avenue Chicago, Illinois 60604	April 1, 1976 In arrears; Monthly	1 5	L-760
6769	10/9/72	Pullman Incorporated 200 South Michigan Avenue Chicago, Illinois 60604	May 1, 1976 In arrears; Quarterly	1 5	L-761
None	2/1/68	American Investors Suite 209 1028 Connecticut Avenue, N.W. Washington, D.C. 20036	April 1, 1976 In arrears; Monthly per-diem	1 5	L-762

UNITED STATES RAILROAD ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 18

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
6101	3/23/71	SHPX Fifth Corporation** 751 Third Avenue New York, New York 10017	April 1, 1976 In arrears; Monthly	1 5	L-763
1644	8/1/59	GSC Leasing Corporation 1105 North Market Street Wilmington, Delaware 19801	July 27, 1976 In arrears; Semi-Annual	1 5	L-768
4500	8/11/67	U.S. Leasing International, Inc. 633 Battery Street San Francisco, California 94111	September 28, 1976 Advance; Semi-Annual	1 5	L-774
4710	12/1/67	U.S. Leasing International, Inc. 633 Battery Street San Francisco, California 94111	May 7, 1976 Advance; Semi-Annual	1 5	L-776
4785	12/1/67	U.S. Leasing International, Inc. 633 Battery Street San Francisco, California 94111	July 24, 1976 Advance; Semi-Annual	1 5	L-777
4932	1/2/68	U.S. Leasing International, Inc. 633 Battery Street San Francisco, California 94111	August 21, 1976 Advance; Semi-Annual	1 5	L-778
6008	10/10/68	U.S. Leasing International, Inc. 633 Battery Street San Francisco, California 94111	June 17, 1976 Advance; Semi-Annual	1 5	L-782

*Assignee agrees that this Assignment does not include the rights of Assignor under Section 4 of the lease dated March 23, 1971 from SHPX Fifth Corporation to Assignor, under the escrow agreement referred to in said Section 4.

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 19

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
6012	11/13/68	U.S. Leasing International, Inc. 633 Battery Street San Francisco, California 94111	June 19, 1976 Advance; Semi-annual	1 5	L-783
7033	5/17/73	Union Tank Car Company 111 West Jackson Boulevard Chicago, Illinois 60604	April 10, 1976 In arrears; monthly	1 5	L-785
None	1/16/67	United States Railway Equipment Co. 2200 East Devon Avenue Des Plaines, Illinois 60018	April 15, 1976 In arrears; monthly	1 5	L-790
6252	7/13/71	United States Railway Equipment Co. 2200 East Devon Avenue Des Plaines, Illinois 60018	April 15, 1976 In arrears; monthly	1 5	L-794
6635	6/12/72	United States Railway Equipment 2200 East Devon Avenue Des Plaines, Illinois 60018	April 15, 1976 In arrears; monthly	1 5	L-795
7415	2/4/74	North American Car Corporation 222 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 In arrears; monthly	1 5	L-830
None	8/1/75	Merchants Despatch Transportation Corp. 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly	1 5	L-832

UNITED STATES RAILROAD ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 20

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
None	10/22/74	Merchants Despatch Transportation Corp 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly per-diem	1 5	L-823
None	10/22/74	Merchants Despatch Transportation Corp 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly per-diem	1 5	None
None	9/22/66	Merchants Despatch Transportation Corp 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly per-diem	1 5	L-824
None	12/1/65	Merchants Despatch Transportation Corp 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly per-diem	1 5	L-825
None	3/16/66	Merchants Despatch Transportation Corp 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly per-diem	1 5	L-826
None	7/11/66	Merchants Despatch Transportation Corp 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly per-diem	1 5	L-827
None	11/2/66	Merchants Despatch Transportation Corp 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly per-diem	1 5	L-828
None	11/1/67	Merchants Despatch Transportation Corp 139 West Van Buren Street Chicago, Illinois 60605	April 1, 1976 Arrears; Monthly per-diem	1 5	L-829
4179	1/1/76	Manor Real Estate c/o Trustees, Penn Central Trans. Co. 29th Floor, I.V.B. Building 17th & Market Sts., Phila., Pa. 19103	April 1, 1976 Arrears; Monthly	1 5	L-833

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 21

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
121	3/27/50 **9/17/75	General American Transportation Corp. 120 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 Advance; Monthly	1 5	L-971
None	7/1/61	North American Car Corporation 222 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 Advance; Monthly	1 5	L-973
None	8/1/61	North American Car Corporation 222 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 Advance; Monthly	1 5	L-974
None	11/1/61	North American Car Corporation 222 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 Advance; Monthly	1 5	L-975
2453 6641 3754 6603 3976 6664 2189 6660 3559 6662 3545 6642 3467 6639 2278 6661 7768 6644 2431 6640 8033 6665	10/8/57 6/18/59 10/28/59 11/1/57 2/18/59 12/8/58 8/29/58 11/12/59 9/16/60 10/8/57 5/21/67	General American Transportation Corp. 120 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 Advance; Monthly	1 5	L-977

* Amended

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A-22

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
7487 6643	7/8/60	General American Transportation Corp. 120 South Riverside Plaza Chicago, Illinois 60606	April 1, 1976 Advance; Monthly	1 5	L-979
None	10/14/68	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-981
None	11/15/61	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-982
None	1/25/62	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-983
None	11/19/62	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-984
None	10/1/62	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-985
None	3/1/63	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-986

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 23

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
None	8/16/63	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-987
None	11/26/63	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-988
None	2/11/64	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-989
None	6/10/64	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-990
None	6/21/65	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 5	L-991
None	6/27/66	Merchants Despatch Transportation Corporation - 139 West Van Buren St. Chicago, Illinois 60605	April 1, 1976 In arrears; Monthly	1 1	L-992
None	1/1/66 1/1/66 1/1/66 1/1/66 1/1/66 11/23/64 1/1/68 1/1/69 6/16/65 1/1/71 1/1/73 1/1/70 6/19/72	Fruit Growers Express 1101 Vermont Avenue, N.W. Washington, D.C. 20036	April 1, 1976 Arrears; Monthly per-diem	1 5	L-995

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 24

ICC. NO.	ACREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
None	Various Dates	Trailer Train Company 300 South Wacker Drive Chicago, Illinois 60606	April 1, 1976 Arrears; Monthly	1 5	L-993
3513	7/30/65	Bankers Trust Company 280 Park Avenue New York, New York 10017	August 15, 1976 Arrears; Semi-Annual	1 5	C-102
3582	10/1/65	Bankers Trust Company 280 Park Avenue New York, New York 10017	April 15, 1976 Arrears; Semi-Annual	1 5	C-103
4799	2/15/68	Bankers Trust Company 280 Park Avenue New York, New York 10017	May 1, 1976 Arrears; Semi-Annual	1 5	C-105
4138	1/1/67	Central National Bank of Cleveland 800 Superior Avenue Cleveland, Ohio 44114	July 1, 1976 Arrears; Semi-Annual	1 4	C-124
5171	2/15/69	Central Penn National Bank Five Penn Center Plaza Philadelphia, Pennsylvania 19191	August 15, 1976 Arrears; Semi-Annual	1 5	C-131
4254	3/15/67	Cleveland Trust Company 900 Euclid Avenue Cleveland, Ohio 44101	September 15, 1976 Arrears; Semi-Annual	1 5	C-137
3236	12/1/64	The Fidelity Bank Broad and Walnut Streets Philadelphia, Pennsylvania 19109	July 15, 1976 Arrears; Semi-annual	1 5	C-162
3352 3302 3185	6/1/65	The Fidelity Bank Broad and Walnut Streets Philadelphia, Pennsylvania 19109	April 1, 1976 Arrears; Semi-Annual	1 5	C-163

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 25

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
4200, 4201 4202, 4203 4204	1/3/67	The Fidelity Bank Broad and Walnut Streets Philadelphia, Pennsylvania 19109	August 1, 1976 Arrears; Semi-Annual	1 5	C-164
2885, 2947 2954, 2811	4/1/64	Citibank, N.A. 399 Park Avenue New York, New York 10022	September 1, 1976 Arrears; Semi-Annual	1 5	C-184
3228	10/1/64	Citibank, N.A. 399 Park Avenue New York, New York 10022	September 15, 1976 Arrears; Semi-Annual	1 5	C-185
3887, 3883 3885, 3886 3882, 3881 3880, 3884	5/1/66	Citibank, N.A. 399 Park Avenue New York, New York 10022	August 15, 1976 Arrears; Semi-Annual	1 5	C-189
4764	2/1/68	First Pennsylvania Bank 15th & Chestnut Streets Philadelphia, Pennsylvania 19101	July 1, 1976 Arrears; Semi-Annual	1 5	C-201
5303	5/15/69	First Pennsylvania Bank 15th & Chestnut Streets Philadelphia, Pennsylvania 19101	August 15, 1976 Arrears; Semi-Annual	1 5	C-202
3350	4/15/65	Girard Trust Bank 1421 Chestnut Street Philadelphia, Pennsylvania 19101	June 15, 1976 Arrears; Semi-Annual	1 5	C-220
3990, 3989 3991, 3987, 3988	7/1/66	Girard Trust Bank 1421 Chestnut Street Philadelphia, Pennsylvania 19101	July 1, 1976 Arrears; Semi-Annual	1 5	C-221

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 26

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
4873	5/15/68	Girard Trust Bank 1421 Chestnut Street Philadelphia, Pennsylvania 19101	June 15, 1976 Arrears; Semi-Annual	1 5	C-222
5588	2/2/70	Girard Trust Bank 1421 Chestnut Street Philadelphia, Pennsylvania 19101	August 1, 1976 Arrears; Semi-Annual	1 5	C-223
2037	9/1/61	Irving Trust Bank One Wall Street New York, New York 10015	September 1, 1976 Arrears; Semi-Annual	1 5	C-242
3815	5/15/66	Manufacturers Hanover Trust Company 40 Wall Street New York, New York 10015	May 15, 1976 Arrears; Semi-Annual	1 5	C-264
5393	8/1/69	Mellon Bank Mellon Square Pittsburgh, Pennsylvania 15230	August 1, 1976 Arrears; Semi-Annual	1 5	C-287
4694	1/1/68	National Bank of Detroit 611 Woodward Avenue Detroit, Michigan 48232	July 1, 1976 Arrears; Semi-Annual	1 5	C-305
4984	6/15/68	The Northern Trust Company 50 South LaSalle Street Chicago, Illinois 60690	July 1, 1976 Arrears; Semi-Annual	1 5	C-326
4637	12/1/67	The Philadelphia National Bank Broad and Chestnut Streets Philadelphia, Pennsylvania 19101	August 1, 1976 Arrears; Semi-Annual	1 5	C-332
4262, 4263, 4261, 4260	3/1/67	Provident National Bank 17th & Chestnut Streets Philadelphia, Pennsylvania 19101	April 1, 1976 Arrears; Semi-Annual	1 5	C-346

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 27

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
4993	7/15/68	Provident National Bank 17th & Chestnut Streets Philadelphia, Pennsylvania 19101	August 15, 1976 Arrears; Semi-Annual	1 5	C-347
5452	10/1/69	Provident National Bank 17th & Chestnut Streets Philadelphia, Pennsylvania 19101	April 1, 1976 Arrears; Semi-Annual	1 5	C-348
3492, 3466 3465	7/1/65	National State Bank 28 West State Street Trenton, New Jersey 08695	August 1, 1976 Arrears; Semi-Annual	1 5	C-360
None	10/4/73	The Philadelphia National Bank Broad and Chestnut Streets Philadelphia, Pennsylvania 19101	April 1, 1976 Arrears; Quarterly	1 5	C-400
None	10/18/73	The Philadelphia National Bank Broad and Chestnut Streets Philadelphia, Pennsylvania 19101	April 1, 1976 Arrears; Quarterly	1 5	C-401
3673	2/15/66	Chemical Bank 20 Pine Street New York, New York 10015	August 15, 1976 Arrears; Semi-Annual	1 5	T-005
3891	6/15/66	Chemical Bank 20 Pine Street New York, New York 10015	June 15, 1976 Arrears; Semi-Annual	1 5	T-006
4101	11/1/66	Chemical Bank 20 Pine Street New York, New York 10015	May 1, 1976 Arrears; Semi-Annual	1 5	T-007
4226	3/1/67	Chemical Bank 20 Pine Street New York, New York 10015	September 1, 1976 Arrears; Semi-Annual	1 5	T-008

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 28

ICC. NO.	ACREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
3706	10/1/65	First Pennsylvania Bank 15th & Chestnut Streets Philadelphia, Pennsylvania 19101	April 1, 1976 Arrears; Semi-Annual	1 5	T-017
2539	6/15/63	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; Semi-Annual	1 5	T-032
2732	12/15/63	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; Semi-Annual	1 5	T-033
2843	4/1/64	Irving Trust Company One Wall Street New York, New York 10015	April 1, 1976 Arrears; Semi-Annual	1 5	T-034
3081	8/15/64	Irving Trust Company One Wall Street New York, New York 10015	August 15, 1976 Arrears; Semi-Annual	1 5	T-035
3164	12/15/64	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; Semi-Annual	1 5	T-036
3261	3/15/65	Irving Trust Company One Wall Street New York, New York 10015	September 15, 1976 Arrears; Semi-Annual	1 5	T-037
3884	6/15/65	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; Semi-Annual	1 5	T-038
3542	11/1/65	Irving Trust Company One Wall Street New York, New York 10015	May 1, 1976 Arrears; Semi-Annual	1 5	T-039

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 29

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
4410	6/15/67	Irving Trust Company One Wall Street New York, New York 10015	June 15, 1976 Arrears; Semi-Annual	1 5	T-040
4529	9/15/67	Irving Trust Company One Wall Street New York, New York 10015	September 15, 1976 Arrears; Semi-Annual	1 5	T-041
None	1/1/74	Xtra, Inc. 150 Causeway Street Boston, Massachusetts 02114	April 1, 1976 Arrears; Monthly	1 6	L-1
None	5/1/75	Intermodal Transportation Systems 21 Lake Drive East Windsor, New Jersey 08520	April 1, 1976 Arrears; Monthly	1 6	L-2
None	12/1/75	Industrial Investment Corporation Post Office Box 706 Galion, Ohio 44833	April 1, 1976 Arrears; Monthly	1 6	L-3
None	9/21/73	Plasser American Corporation 200 Myers Road Chesapeake, Virginia 23324	April 1, 1976 In advance; Monthly	1 7	None
None	8/15/74	Merchants Despatch Transportation Corporation 139 West Van Buren Street Chicago, Illinois 60605	June 1, 1976 Arrears; Quarterly	1 7	None
None	2/15/69	Manor Real Estate Company c/o Trustees, Penn Central Trans. Co. 29th Floor, I.V.B. Building 17th and Market Streets Philadelphia, PA. 19103	September 1, 1976 Arrears; Semi-Annual	1 7	None

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 30

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
3416	6/22/65	Huntington National Bank of Columbus Post Office Box 1558 Columbus, Ohio 43216	March 8, 1977 In arrears; Annual	1 5	L-647
3306	4/1/65	The Pittsburgh National Bank c/o Pittsburgh National Leasing Co. P. O. Box 349777P Pittsburgh, Pennsylvania 15230	August 18, 1976 In arrears; Annual	1 5	L-749
4046	9/8/66	The Northern Trust Company Fifty South LaSalle Street Chicago, Illinois 60690	November 26, 1976 In arrears; Annual	1 5	L-743
3751	3/24/66	The Equitable Life Assurance Society of the United States Box 1444, Church Street Station New York, New York 10008	April 1, 1976 In arrears; quarterly	1 5	L-573
4596	10/16/67	The Equitable Life Assurance Society of the United States Box 1444, Church Street Station New York, New York 10008	April 1, 1976 In arrears; quarterly	1 5	L-574
5063	9/16/68	United States Leasing International, Inc. 633 Battery Street San Francisco, California 94111	June 10, 1976 Advance; Semi-Annual	1 5	L-781
None		American Railbox Corporation 300 South Wacker Drive Chicago, Illinois 60606	By statement monthly in arrears	1 5	

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 31

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
		EXCELSIOR TRUCK LEASING CORPORATION			
	2/27/76	There is assigned to the Consolidated Rail Corporation by this assignment all right, title and interest of the assignor whether by lease or other contractual arrangement, to use equipment owned, leased or otherwise controlled by the Excelsior Truck Leasing Company, together with all related rights including, but not limited to, maintenance, servicing and other services, performed for the assignor prior to the date of this offering assignment. Pennsylvania Truck Lines, Inc. 600 Dekalb Street King of Prussia, Pennsylvania	Varied	1	No printout, Single Lease document in USRA's Files.
None	7/31/62	Waynesburg & Washington Railroad Co. c/o Trustees, Penn Central Trans. Co. 29th Fl. IVB Bldg, 17th & Market Sts. Philadelphia, Pennsylvania 19103	Monthly		O-905
5233	4/1/69	Second National Bank of New Haven 135 Church Street New Haven, Connecticut 06502 Attn: Neil M. Dechwith Vice President and Cashier	April 15, 1976 In arrears; Semi-Annual	2	C-354
**Not listed in Penn Central Transportation Company Inventory. These nine locomotives are subleased to Lehigh Valley Railroad Company under Lease No. 21 - listed in Lehigh Valley Inventory.					

UNITED STATES RAILWAY ASSOCIATION
ENCUMBERED EQUIPMENT

EXHIBIT A (Amended) to PC-CRC-RS&E-2
PENN CENTRAL TRANSPORTATION COMPANY

PAGE A- 32

ICC. NO.	AGREEMENT DATE	PAYEE/ADDRESS	PAYMENT DATE* ADVANCE OR ARREARS	VOL./PART NUMBER	FINANCE NUMBER
1984	5/23/61	The Port Authority of New York One World Trade Center New York, New York 10048	May 10, 1976 In advance and arrears; Semi-Annual	1 2	L-755
2661	9/24/63	The Port Authority of New York One World Trade Center New York, New York 10048	June 26, 1976 In advance and arrears; Semi- Annual	1 2	L-756
6232	10/20/70	The Port Authority of New York One World Trade Center New York, New York 10048	September 1, 1976 In advance; Semi-Annual	1 2	L-757
4799	2/15/68	Bankers Trust Company 280 Park Avenue New York, New York 10017	May 1, 1976 In arrears; Semi-Annual	1 2	C-105

UNITED STATES RAILWAY ASSOCIATION

ENCUMBERED EQUIPMENT

EXHIBIT A

PENN CENTRAL TRANSPORTATION COMPANY

ICC NO.	AGREEMENT DATE	PAYEE/ADDRESS	COVENANT DATE ANNUAL OR SEMI-ANNUAL	VOL. / PAGE ATTACHED	FILE NO.
1984	5/23/61	The Port Authority of New York One World Trade Center New York, New York 10048	May 10, 1976 Semi-annual	1 2	L-755
2661	9/24/63	The Port Authority of New York One World Trade Center New York, New York 10048	June 26, 1976 Semi-annual	1 2	L-756
6232	10/20/70	The Port Authority of New York One World Trade Center New York, New York 10048	September 1, 1976 Semi-annual	1 2	L-757
4799	2/15/68	Bankers Trust Company 280 Park Avenue New York, New York 10017	May 1, 1976 Advance, semi-annual	1 2	C-105

COMMONWEALTH OF PENNSYLVANIA :
:
COUNTY OF PHILADELPHIA :

On this *29th* day of March, 1979, the undersigned, a Notary Public authorized to take acknowledgments and proofs in the County of Philadelphia, personally compared the attached Amendment Agreement with the executed original thereof and states that the document to which this affidavit is attached is a true and correct copy of the original in all respects.

Eileen C. Baker

EILEEN C. BAKER
Notary Public Philadelphia, Philadelphia Co.
My Commission Expires October 11, 1982